

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s) Commerce One, Inc.	
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location Where Filed: NONE	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: NONE	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Signatures			
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.		Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.	
<input checked="" type="checkbox"/> Not Applicable Signature of Debtor <input checked="" type="checkbox"/> Not Applicable Signature of Joint Debtor Telephone Number (if not represented by attorney) Date		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. <input checked="" type="checkbox"/> Not Applicable Signature of Attorney for Debtor(s) _____ Date _____	
<input checked="" type="checkbox"/> Signature of Attorney Signature of Attorney for Debtor(s) Craig M. Prim, 077820 Printed Name of Attorney for Debtor(s) / Bar No. Murray & Murray, A Professional Corp. Firm Name 19330 Stevens Creek Boulevard Address Cupertino, California 95014-2526 650/852-9900 Fax: 650/852-9244 Telephone Number Date <u>10/6/04</u>		Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No	
Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.		Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 1101 and that I prepared this document for compensation, and that I have provided the debtor with a copy of this document. <input checked="" type="checkbox"/> Not Applicable Printed Name of Bankruptcy Petition Preparer Social Security Number (Required by 11 U.S.C. § 110(c).) Address Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document: If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.	
<input checked="" type="checkbox"/> Signature of Authorized Individual Mark B. Hoffman Printed Name of Authorized Individual Chairman, Pres. & CEO Title of Authorized Individual Date <u>10/6/04</u>		<input checked="" type="checkbox"/> Not Applicable Signature of Bankruptcy Petition Preparer Date A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.	

Name of Debtors: **Commerce One, Inc.**

Case Number:

NAME(S) OF ATTORNEY(S) DESIGNATED TO REPRESENT DEBTOR

Doris A. Kaelin	162069
Lovee D.Sarenas	204361

**United States Bankruptcy Court
Northern District of California
San Francisco Division**

In re

Case No.
Chapter **11**

Commerce One, Inc.

Exhibit "A" to Voluntary Petition

1. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is 000-32979.

2. The following financial data is the latest available information and refers to debtor's condition on June 30, 2004.

a.	Total assets	\$	<u>14,531,000.00</u>
b.	Total debts (including debts listed in 2.c., below)	\$	<u>12,442,000.00</u>

Approximate
number of
holders

c. Debt securities held by more than 500 holders.

	secured	unsecured	subordinated		
d.	Number of shares of preferred stock			<u>100,000</u>	<u>100,000</u>
e.	Number of shares of common stock				<u>36,681,242</u>

Comments, if any:

3. Brief description of debtor's business:

Commerce One provides software services that enable businesses to conduct commerce over the Internet.

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

**SAP Aktiengesellschaft (5,254,431 shares)
BayStar Capital (500,000 shares)
Com Vest Investments (2,054,795 shares)**

COMMERCE ONE, INC.

SECRETARY'S CERTIFICATE

The undersigned certifies on behalf of Commerce One, Inc., a Delaware corporation (the "Company") as follows:

1. He is the duly elected, qualified and acting Secretary of the Company.
2. Attached hereto as Exhibit A is a true and correct copy of resolutions adopted by the Board of Directors of the Company, effective as of October 5, 2004 (the "Resolutions"). The Resolutions have not been further amended, modified or rescinded since the date of adoption and are in full force and effect on the date hereof.

Dated as of October 5, 2004

[Signature page to follow]

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate as of the date written above.

A handwritten signature in black ink, appearing to read "Paul Warenski", is written over a horizontal line.

Paul Warenski
Secretary

EXHIBIT A

Resolutions

Filing of Bankruptcy Petition

WHEREAS, the Company is in serious financial condition and is unable to continue without debt relief; and

WHEREAS, it appears to the Board that it is in the best interests of the Company, its stockholders and its creditors, to commence a case under Chapter 11 of Title 11, United States Code (the "Bankruptcy Code").

NOW, THEREFORE, BE IT RESOLVED: That the Board finds and determines that it is in the best interests of the Company, its stockholders and creditors for it to commence a case under Chapter 11 of the Bankruptcy Code.

RESOLVED FURTHER: That the proper officers and agents of the Company be, and each of them hereby is, empowered and directed without further action by this Board to prepare, sign and file, or cause to be prepared, signed and filed and prosecuted, a petition for relief under Chapter 11 of the Bankruptcy Code, all agreements, instruments and documents necessary to effect (i) a sale of all or a portion of the Company's assets and (ii) a Chapter 11 Plan and all instruments useful and necessary to the confirmation and implementation of such Plan.

RESOLVED FURTHER: That Paul Warenski is designated and authorized to act as the "Responsible Person" for the Company as may be required by the Local Bankruptcy Rules for the Northern District of California.

RESOLVED FURTHER: That the Responsible Person is hereby authorized and directed to take all actions necessary or appropriate to consummate a sale of all or substantially all of the Company's assets in a transaction approved by the bankruptcy court, and for all purposes of these resolutions shall be deemed to be a proper or authorized officer of the Company.

RESOLVED FURTHER: That in addition to the specific authorizations heretofore conferred upon the Responsible Person of the Company, the Responsible Person and such other officers of the Company that the Responsible Person may designate, be, and each of them hereby is authorized, directed and empowered, in the name and on behalf of the Company, to do or cause to be done all such further acts and things and to execute and deliver all such other instruments, certificates, agreements and documents as they or any of them may consider necessary or appropriate to enable the Company to carry out the intent and to accomplish the purpose of these resolutions.

RESOLVED FURTHER: That the officers and agents of the Company are authorized, empowered and directed to retain the Law Firm of Murray & Murray, A Professional Corporation, to commence and prosecute the aforementioned Chapter 11 case, and to do all things, and to prepare, sign and file all papers or documents necessary or proper to the prosecution of said Chapter 11 case; and Murray & Murray is authorized to take such actions in the bankruptcy case which Murray & Murray, in its discretion, concludes are necessary to Murray & Murray's and/or the Company's fulfillment of its fiduciary obligations in the bankruptcy case.